

**BOARD OF REGENTS
SMITHSONIAN INSTITUTION**

**CHARTER OF THE
EXECUTIVE COMMITTEE**

SEPTEMBER 2008

I. Establishment by the Board of Regents

The Executive Committee of the Board of Regents is established pursuant to Section 44, of Title 20, United States Code. *See also* Bylaw 3.01.

II. Statement of Purpose

The purpose of the Executive Committee is to assist the Board of Regents by setting the agendas for Regent business meetings; reviewing the meeting minutes before going to the Board for approval; executing actions delegated to it by the Board; monitoring the progress of the Institution by consultation with the Secretary between meetings; acting on the Board's behalf between business meetings; serving as consultants to the Secretary on matters not falling within the purview of other committees; and undertaking such other matters and review such other issues as may be directed from time to time by the Board of Regents.

III. Election, Membership, and Length of Service

A. Election and Membership

1. The Executive shall consist of three (3) Regent members, at least two (2) of whom shall be citizen members appointed to the Board by joint resolution of Congress.
2. The members of the Executive Committee shall be elected by the Board of Regents. Elections to the Executive Committee may be made at any regular or special meeting of the Board of Regents. *See* Bylaw 3.02.
3. The Board of Regents, in accepting the Report of the Nominating Committee (now Governance and Nominating Committee) on January 6, 2003, provided that:
 - a) Sitting committee chairs recommend every November to the Governance and Nominating Committee the preferred membership and chairmanship for their respective committees for the ensuing calendar year.

- b) The Governance and Nominating Committee proposes for the Regents' consideration at the first Regents' meeting of the new calendar year a motion including recommended memberships and chairmanships for all committees.
4. All members of the Executive Committee shall be free of any conflict of interest with respect to the matters before the Committee.

B. Length of Service

With the approval of the Board of Regents, a Regent may serve on the Executive Committee for the length of his or her term as a Regent, but in no event longer than six (6) years. The Board may waive this limitation by the nomination of a member to an additional term by the Governance and Nominating Committee.

IV. Rules for the Conduct of the Meetings of the Executive Committee

A. Executive Committee Policies and Procedures

The Executive Committee shall have the power to adopt rules for the conduct of its business with respect to all matters not provided for in the Bylaws of, or as provided by, the Board of Regents. *See* Bylaw 3.05.

B. Chair and Vice Chair

1. The Chair of the Board of Regents shall serve as Chair of the Executive Committee. *See* Bylaw 5.02.
2. The Vice Chair of the Board of Regents shall serve as Vice Chair of the Committee. *See* Bylaw 5.03. In the event that the Chair is unable to attend a meeting of the Committee, the Vice Chair shall serve as Chair.

C. Meetings

1. The Committee will hold not less than four (4) meetings each year and such additional meetings as the Chair may deem necessary or appropriate,
2. The Chancellor of the Smithsonian Institution shall be invited to all meetings of the Executive Committee.
3. The Committee Chair or any two members of the Committee may call special meetings of the Committee.
4. Notice of the meetings of the Executive Committee may be given by hand delivery, by deposit in the U.S. Mail, by express mail, by electronic facsimile, or by electronic mail.

5. Members of the Executive Committee will be provided an agenda in advance of each meeting.
6. The meetings of the Executive Committee may be conducted in person, by video conference, or by telephone conference call.
7. In-person meetings of the Executive Committee shall be held in the District of Columbia unless otherwise determined by Committee members.
8. If a majority of the Executive Committee agrees, the Committee may conduct business by written ballot (whether in paper or electronic format) without a meeting. The vote of a majority of the Committee by written ballot shall constitute the action of the Committee.

D. Quorum

Section 3.03 of the Bylaws of the Board of Regents provides:

Two members of the Executive Committee shall constitute a quorum.

V. **Responsibilities and Duties of Executive Committee**

- A. The responsibilities and duties of the Executive Committee shall include the following:
 1. setting the agendas for Regent business meetings;
 2. reviewing the meeting minutes before going to the Board for approval;
 3. executing actions delegated to it by the Board;
 4. monitoring the progress of the Institution by consultation with the Secretary between meetings;
 5. acting on the Board's behalf between business meetings;
 6. serving as consultants to the Secretary on matters not falling within the purview of other committees; and
 7. undertaking such other matters and reviewing such other issues as may be directed from time to time by the Board of Regents.

VI. Communications and Minutes

- A. The Committee Chair will report orally or in writing to the Board of Regents on other matters discussed at the most recent Committee meeting.
- B. Minutes of each meeting of the Executive Committee will be prepared and be made available to all members of the Board as soon as is practicable. *See* Bylaw 3.04.

VI. Resources and Authority

A. Staff Support and the Retention of Outside Advisors and Consultants

The Committee may, without further action by the Board of Regents, retain any external advisors, attorneys, consultants, and accountants (collectively “Advisors”) it deems necessary to carry out the Committee’s responsibilities. The Smithsonian will adequately fund the costs and expenses of these Advisors under arrangements that assure the independence of these Advisors and their loyalty to the Institution, the Board of Regents, and the Committee. *See* Bylaw 4.09.

B. Indemnification

Section 2.12 of the Bylaws of the Board of Regents provides:

Members of . . . Regents’ Committees . . . may be indemnified for any and all liabilities and reasonable expenses incurred in connection with any claim, action, suit, or proceeding arising from present or past service for the Smithsonian Institution, in accordance with resolutions adopted by the Board.

C. Expenses

1. Section 4.11 of the Bylaws of the Board of Regents provides:

. . . Expenses of members in attending meetings of committees established by the Board of Regents, including travel expenses to and from the place of meeting, may be paid by the Institution

2. It is understood that expenses claimed shall be appropriate and reasonable, in keeping with the Smithsonian’s nature as a public trust.

VIII. Periodic Review

A. Charter Review

1. As part of its statutory duties and those delegated to it by the Board, the Committee may propose changes to this Charter.
2. The Committee will review and assess at least annually the adequacy of the Charter. In consultation with the Governance and Nominating Committee, the Committee will submit proposed revisions to the Board of Regents for its approval.

B. Committee Performance

The Committee will at least annually evaluate its own performance with respect to the requirements of the Charter in such a manner as the Committee, in consultation with the Governance and Nominating Committee, deems appropriate.